

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>BUILDING MATERIALS HOLDING</b>	)	
<b>CORPORATION, <i>et al.</i>,<sup>1</sup></b>	)	<b>Case No. 09-12074 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	<b>Objection Deadline: October 1, 2009 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: To Be Determined</b>
	)	

**SECOND MONTHLY APPLICATION OF PETER J. SOLOMON COMPANY  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
AS INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE DEBTORS  
FOR THE PERIOD FROM AUGUST 1, 2009 TO AUGUST 31, 2009**

Name of Applicant:	Peter J. Solomon Company
Authorized to Provide Professional Services as:	Investment Banker and Financial Advisor to the Debtors
Date of Retention:	<i>Nunc Pro Tunc</i> to June 16, 2009
Period for Which Compensation and Reimbursement is Sought:	August 1, 2009 to August 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$200,000.00

This Application includes 0.0 hours and \$0.00 in fees incurred in connection with the preparation of Fee Applications.

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

**PREVIOUS APPLICATIONS**

			Requested		Approved and/or Paid	
	Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
1	8/13/09	06/16/09 – 07/31/09	\$200,000.00	\$7,859.65	\$160,000.00	\$7,859.65
2	9/15/09	08/1/09 – 08/31/09	\$200,000.00	\$0.00	Pending	Pending
TOTALS:			\$400,000.00	\$7,859.65	\$160,000.00	\$7,859.65

This is the Second Monthly Application.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>IN RE:</b>	)	
	)	<b>Chapter 11</b>
<b>BUILDING MATERIALS HOLDING</b>	)	
<b>CORPORATION, <i>et al.</i>,<sup>1</sup></b>	)	<b>Case No. 09-12074 (KJC)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	<b>Objection Deadline: October 1, 2009 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: To Be Determined</b>
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**SECOND MONTHLY APPLICATION OF PETER J. SOLOMON COMPANY  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
AS INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE DEBTORS  
FOR THE PERIOD FROM AUGUST 1, 2009 TO AUGUST 31, 2009**

Pursuant to 11 U.S.C. section 105 and 328, Peter J. Solomon Company ("**PJS**") hereby moves this Court for an Order awarding it reasonable compensation for professional services rendered as investment banker and financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**") in the amount of \$200,000.00 for the period commencing August 1, 2009 through and including August 31, 2009 (the "**Fee Period**"). In support of its Application, PJS respectfully represents as follows:

1. PJS was employed *nunc pro tunc* to June 16, 2009 to represent the Debtors as investment banker and financial advisor in connection with these chapter 11 cases pursuant to an order entered by this Court on June 16, 2009 [Docket No. 240]. The order authorized PJS to be compensated on a monthly fee basis and to be reimbursed for actual and necessary expenses.

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

2. All services for which compensation is requested by PJS were performed for or on behalf of the Debtors.

### **SUMMARY OF SERVICES RENDERED**

3. Attached hereto as *Exhibit A* is a detailed statement of fees incurred during the Fee Period, showing the amount of \$200,000.00 due for fees incurred during the period of August 1, 2009 through August 31, 2009.

4. The services rendered by PJS during the Fee Period are grouped into the categories set forth in *Exhibit A* attached hereto. The professionals who rendered services relating to each category are identified in *Exhibit A* attached hereto.

### **VALUATION OF SERVICES**

5. Professionals of PJS have expended a total of 415.50 hours in connection with this matter during the Fee Period.

6. The amount of time spent by each of these persons providing services to the Debtors during the Fee Period is fully set forth in *Exhibit A* attached hereto. The reasonable value of the services rendered by PJS during the Fee Period as investment banker and financial advisor to the Debtors is \$200,000.00.

7. PJS believes that the time entries included in Exhibit A attached hereto are in compliance with the requirements of Del. Bankr. LR 2016-2.


8. In accordance with the factors enumerated in 11 U.S.C. section 328, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

9. This Application covers the period from August 1, 2009 through and including August 31, 2009. PJS has and will continue to perform additional necessary services subsequent to August 31, 2009, for which PJS will file subsequent fee applications.

WHEREFORE, PJS respectfully requests that allowance be made to it in the sum of \$200,000.00 as compensation for necessary professional services rendered to the Debtors during the Fee Period.

*Signature page follows*

Dated: Wilmington, Delaware  
September 16, 2009



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Bradley I. Dietz  
Managing Director  
PETER J. SOLOMON COMPANY  
Investment Banker and Financial Advisor to the Debtors  
and Debtors-in-Possession

**VERIFICATION**

STATE OF NEW YORK     )  
                                      )  
NEW YORK COUNTY     )     SS:

Bradley I. Dietz, after being duly sworn according to law, deposes and says:

1.     I am a managing director in the applicant firm, Peter J. Solomon Company.
2.     I have personally performed many of the services rendered by Peter J. Solomon Company as investment banker and financial advisor to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the professionals in the firm.
3.     The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_  
BRADLEY I. DIETZ

SWORN TO AND SUBSCRIBED before me this 6<sup>TH</sup> day of September, 2009.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 3/31/2011

**LORRAINE R. MACKEY**  
**NOTARY PUBLIC, STATE OF NEW YORK**  
**No. 018487555**  
**Qualified in Nassau County**  
**Commission Expires March 31, 2011**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-12074 (KJC)

Jointly Administered

**Objection Deadline: October 1, 2009 at 4:00 p.m. (ET)**  
**Hearing Date: To Be Determined**

**NOTICE OF APPLICATION**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (III) COUNSEL TO WELLS FARGO BANK, AS AGENT UNDER THE PREPETITION CREDIT FACILITY AND THE DIP FACILITY (AS DEFINED IN THE CHAPTER 11 PLAN FILED BY THE DEBTORS IN THESE CASES); AND (IV) ALL PARTIES THAT HAVE REQUESTED NOTICE PURSUANT TO RULE 2002 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE.

**PLEASE TAKE NOTICE** that the **Second Monthly Application of Peter J. Solomon Company for Allowance of Compensation and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Debtors for the Period from August 1, 2009 to August 31, 2009** (the "Application") has been filed with the United States Bankruptcy Court for the District of Delaware. The Application seeks interim allowance of fees in the amount of \$200,000.00 and expenses in the amount of \$0.00.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, must be filed on or before **October 1, 2009 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors: Building Materials Holding Corporation, 720 Park Boulevard, Suite

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<sup>1</sup> If applicable, the Debtors, along with the last four digits of each Debtor's tax identification number, and chapter 11 case number, are as follows: Building Materials Holding Corporation (4269) Case No. 09-12074, BMC West Corporation (0454) Case No. 09-12075, SelectBuild Construction, Inc. (1340) Case No. 09-12076, SelectBuild Northern California, Inc. (7579) Case No. 09-12077, Illinois Framing, Inc. (4451) Case No. 09-12078, C Construction, Inc. (8206) Case No. 09-12079, TWF Construction, Inc. (3334) Case No. 09-12080, H.N.R. Framing Systems, Inc. (4329) Case No. 09-12081, SelectBuild Southern California, Inc. (9378) Case No. 09-12082, SelectBuild Nevada, Inc. (8912) Case No. 09-12083, SelectBuild Arizona, LLC (0036) Case No. 09-12084, and SelectBuild Illinois, LLC (0792) Case No. 09-12085. The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

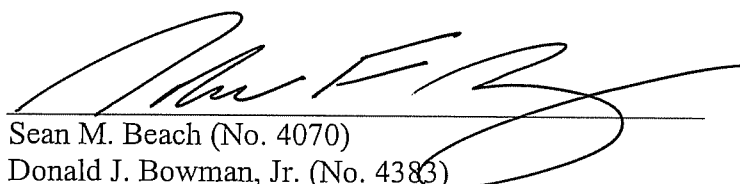


200, Boise, ID 83712 (Attn.: Paul S. Street); (ii) counsel to the Debtors: (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn.: Michael A. Rosenthal and Matthew K. Kelsey) and (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, DE 19801 (Attn.: Sean M. Beach and Robert F. Poppiti, Jr.); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn.: Joseph J. McMahon, Jr.); (iv) counsel to the Official Committee of Unsecured Creditors: (a) Arent Fox, LLP, 1050 Connecticut Avenue, NW, Washington, DC 20036-5339 (Attn.: Christopher J. Giaimo and Katie A. Lane) and (b) Benesch, Friedlander, Coplan & Aronoff LLP, 222 Delaware Avenue, Suite 801, Wilmington, DE 19801 (Attn.: Bradford J. Sandler); and (v) counsel to Wells Fargo Bank, as agent under the Prepetition Credit Facility and the DIP Facility (as defined in the chapter 11 plan filed by the Debtors in these cases): (a) Paul, Hastings, Janofsky & Walker LLP, 55 Second Street, Twenty-Fourth Floor, San Francisco, CA 94105 (Attn.: Kevin B. Fisher) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801 (Attn.: Paul N. Heath).

**PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS [DOCKET NO. 201], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.**

Dated: Wilmington, Delaware  
September 16, 2009

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Sean M. Beach (No. 4070)

Donald J. Bowman, Jr. (No. 4383)

Robert F. Poppiti, Jr. (No. 5052)

The Brandywine Building

1000 West Street, 17th Floor

P.O. Box 391

Wilmington, Delaware 19899-0391

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

----and----

GIBSON, DUNN & CRUTCHER LLP  
Michael A. Rosenthal (admitted *pro hac vice*)  
Matthew K. Kelsey (admitted *pro hac vice*)  
Saeed M. Muzumdar (admitted *pro hac vice*)  
200 Park Avenue, 47th Floor  
New York, New York 10166-0193  
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Aaron G. York (admitted *pro hac vice*)  
Jeremy L. Graves (admitted *pro hac vice*)  
2100 McKinney Avenue, Suite 1100  
Dallas, Texas 75201-6911  
Telephone: (214) 698-3100  
Facsimile: (214) 571-2900

ATTORNEYS FOR THE DEBTORS  
AND DEBTORS-IN-POSSESSION

## **EXHIBIT A**

September 15, 2009

Building Materials Holding Corporation  
Four Embarcadero Center, Suite 3250  
San Francisco, CA 94111

Attention: William M. Smartt  
Senior Vice President and Chief Financial Officer

I N V O I C E

Fee amount due for the month of August 2009 per  
section 3(b) of Engagement Letter dated  
March 31, 2009: \$200,000.00

**Amount due upon receipt** \$200,000.00

*Please remit payment by wire transfer in U.S. Dollars to:*

Bank of America  
1185 Avenue of the Americas  
New York, NY 10036  
**ABA # 026 009 593 (ACH transfers, use # 021 000 322)**  
For further credit to: **Peter J. Solomon, L.P.**  
**Account number 94292 62215**

### **HOURS BY PROJECT CATEGORY**

<b>Category</b>	<b>Hours</b>
Preparation / Review of Court Filings (B001)	0.00
Capital Structure Review and Analysis (B002)	5.25
Financing, Including DIP and Exit Financing (B003)	16.50
Valuation Analysis (B004)	12.50
Creditor Committee Updates (B005)	2.25
Business Operations Analysis (B006)	112.875
Miscellaneous (B007)	60.50
Board / Company Calls and Meetings (B008)	40.50
Third Party M&A Activity (B008)	165.125
<b>TOTAL HOURS:</b>	<b>415.50</b>

**INDIVIDUALS RENDERING SERVICES**

<b>Individual</b>	<b>Position</b>	<b>Hours</b>
Bradley I. Dietz	Managing Director	152.50
Paul Croci	Associate Director	141.75
Paul Guarino	Associate	121.25
<b>Total</b>		<b>415.50</b>

## BMHC Hourly Detail

BMHC - Summary of Hours Month Ending August 31, 2009						
PJSC Code	Professional	Date	Hours	Code	Category	Explanation
BD	Brad Dietz	8/1/2009	0.8	13	Third Party M&A	Call w/Barclays re: Plan Bidder
BD	Brad Dietz	8/1/2009	0.8	13	Third Party M&A	Communication w/mgmt re: Barclays Information requests on behalf of Plan Bidder
BD	Brad Dietz	8/3/2009	1.0	12	Board & Company Meetings / Calls	Prep for board meeting
BD	Brad Dietz	8/3/2009	1.5	12	Board & Company Meetings / Calls	Board meeting to update on various topics
BD	Brad Dietz	8/3/2009	0.5	8	Business Operations Analysis	Diligence call w/Bill Roure re: Plan Bidder information requirements
BD	Brad Dietz	8/3/2009	0.3	13	Third Party M&A	Call w/Rob Mellor re Plan Bidder
BD	Brad Dietz	8/3/2009	0.3	13	Third Party M&A	Call w/Steve Finley re: Plan Bidder
BD	Brad Dietz	8/3/2009	2.0	8	Business Operations Analysis	Diligence requirements w/company re: Plan Bidder proposal
BD	Brad Dietz	8/3/2009	0.5	2	Capital Structure Review and Analysis	Call w/Wells re status
BD	Brad Dietz	8/4/2009	0.4	8	Business Operations Analysis	Call with Steve Varner
BD	Brad Dietz	8/4/2009	0.4	13	Third Party M&A	Exchange of communication w/Barclays re: Plan Bidder mtg 8/5
BD	Brad Dietz	8/4/2009	0.3	13	Third Party M&A	Exchange of communication w/GD
BD	Brad Dietz	8/4/2009	1.0	13	Third Party M&A	Review materials to sent to Barclays/Plan Bidder
BD	Brad Dietz	8/4/2009	5.0	13	Third Party M&A	Travel and work on plane for Plan Bidder meeting
BD	Brad Dietz	8/5/2009	1.0	13	Third Party M&A	Prep for Plan Bidder meeting
BD	Brad Dietz	8/5/2009	2.5	13	Third Party M&A	Meeting at Plan Bidder re: investment
BD	Brad Dietz	8/5/2009	0.5	13	Third Party M&A	Call w/Seth Moldoff at Wells re: Plan Bidder meeting
BD	Brad Dietz	8/6/2009	5.0	13	Third Party M&A	Travel to NY re: Plan Bidder meeting
BD	Brad Dietz	8/6/2009	2.0	3	Financing Including DIP and Exit Financing	Prep and meeting at Gibson Dunn/phone call to Plan Bidder counsel
BD	Brad Dietz	8/6/2009	1.0	12	Board & Company Meetings / Calls	Board meeting update
BD	Brad Dietz	8/7/2009	0.3	13	Third Party M&A	Call w/Plan Bidder
BD	Brad Dietz	8/7/2009	0.5	8	Business Operations Analysis	Call w/Smartt re updating forecast
BD	Brad Dietz	8/8/2009	0.5	8	Business Operations Analysis	Discussion w/Guarino re: updating forecast
BD	Brad Dietz	8/9/2009	1.5	2	Capital Structure Review and Analysis	Review and comment on exit revolver materials distributed by GD
BD	Brad Dietz	8/10/2009	1.8	2	Capital Structure Review and Analysis	Exit term sheet
BD	Brad Dietz	8/11/2009	0.5	4	Valuation Analysis	Meet w/Croci and Guarino re: activities for week including updating cash flows
BD	Brad Dietz	8/11/2009	3.0	3	Financing Including DIP and Exit Financing	Meeting at Gibson Dunn re: Plan Bidder
BD	Brad Dietz	8/12/2009	2.0	3	Financing Including DIP and Exit Financing	Dinner w/client re various issues
BD	Brad Dietz	8/12/2009	5.5	13	Third Party M&A	Meeting with Plan Bidder Counsel and GT and GD w/company and Plan Bidder re bid
BD	Brad Dietz	8/12/2009	1.0	13	Third Party M&A	Review revised Third Party Sponsor bid
BD	Brad Dietz	8/12/2009	1.0	3	Financing Including DIP and Exit Financing	Revised modeling in conjunction w/revised plan proposal for exit and TL
BD	Brad Dietz	8/13/2009	1.0	13	Third Party M&A	Call w/Plan Bidder re: proposal
BD	Brad Dietz	8/13/2009	1.0	13	Third Party M&A	Call w/mgmt and counsel re: process thru 9/10 disclosure hearing date
BD	Brad Dietz	8/13/2009	0.3	13	Third Party M&A	Call to Plan Bidder
BD	Brad Dietz	8/13/2009	0.3	13	Third Party M&A	Call to Plan Bidder re: process
BD	Brad Dietz	8/13/2009	0.3	13	Third Party M&A	Call to Plan Bidder
BD	Brad Dietz	8/13/2009	0.5	8	Business Operations Analysis	Meeting w/CEO at PJS re: various topics
BD	Brad Dietz	8/13/2009	2.0	13	Third Party M&A	Call w/Plan Bidder re: diligence
BD	Brad Dietz	8/13/2009	1.0	8	Business Operations Analysis	Call w/Wells, Paul Hastings, GD re: options
BD	Brad Dietz	8/13/2009	1.3	13	Third Party M&A	Call w/Plan Bidder
BD	Brad Dietz	8/13/2009	1.0	13	Third Party M&A	Call w/ Paul Street re various topics open
BD	Brad Dietz	8/14/2009	6.0	13	Third Party M&A	Diligence calls w/Plan Bidder re: comprehensive topics all day
BD	Brad Dietz	8/15/2009	3.0	13	Third Party M&A	Diligence calls w/Plan Bidder and BMHC management on various topics
BD	Brad Dietz	8/16/2009	0.5	13	Third Party M&A	Prep for Plan Bidder call w/GT
BD	Brad Dietz	8/16/2009	1.0	13	Third Party M&A	Call w/Plan Bidder and GT re: projected operating performance
BD	Brad Dietz	8/16/2009	1.5	8	Business Operations Analysis	Call w/Mellor and Wilson re: field operations w/Plan Bidder
BD	Brad Dietz	8/16/2009	6.0	11	Misc	Travel to SF for meetings w/mgmt and projections
BD	Brad Dietz	8/17/2009	8.0	8	Business Operations Analysis	Meetings at company to refresh financial forecast
BD	Brad Dietz	8/18/2009	8.0	8	Business Operations Analysis	Meetings at company to refresh financial forecast
BD	Brad Dietz	8/19/2009	8.0	8	Business Operations Analysis	Meetings at company to refresh financial forecast
BD	Brad Dietz	8/19/2009	6.0	11	Misc	Travel to NY
BD	Brad Dietz	8/20/2009	1.0	13	Third Party M&A	Call w/Plan Bidder as potential buyer re: various issues
BD	Brad Dietz	8/20/2009	1.5	12	Board & Company Meetings / Calls	Conference call w/company re: various outstanding issues
BD	Brad Dietz	8/21/2009	1.0	13	Third Party M&A	Call w/Plan Bidder
BD	Brad Dietz	8/21/2009	2.0	8	Business Operations Analysis	Review forecast information
BD	Brad Dietz	8/21/2009	1.0	13	Third Party M&A	Call w/GT re: Third Party Sponsor bid and others
BD	Brad Dietz	8/22/2009	1.5	13	Third Party M&A	Prep for bid receipts next week
BD	Brad Dietz	8/23/2009	1.0	8	Business Operations Analysis	Review sensitivity case; prepare materials for potential lender diligence
BD	Brad Dietz	8/24/2009	1.0	13	Third Party M&A	Correspondence w/mgt and GD re: bids and outstanding items
BD	Brad Dietz	8/24/2009	0.8	13	Third Party M&A	Call w/Third Party Sponsor re: bid
BD	Brad Dietz	8/24/2009	0.8	8	Business Operations Analysis	Call w/company re: refresh forecast
BD	Brad Dietz	8/24/2009	0.3	13	Third Party M&A	Call w/GT re: Plan Bidder meeting
BD	Brad Dietz	8/24/2009	1.3	4	Valuation Analysis	Review revised A/R appraisal and write correspondence to A&M

BD	Brad Dietz	8/24/2009	0.5	11	Misc	Internal discussions w/Croci and Guarino re: activities for week
BD	Brad Dietz	8/24/2009	0.3	13	Third Party M&A	Call w/Plan Bidder re: remaining due diligence items
BD	Brad Dietz	8/25/2009	2.0	4	Valuation Analysis	Calls and work w/management on reforecast of business
BD	Brad Dietz	8/25/2009	1.0	13	Third Party M&A	2 calls w/Rob Mellor re: status of Plan Bidder
BD	Brad Dietz	8/25/2009	1.0	13	Third Party M&A	Calls w/GT re: value w/Plan Bidder (also w/Kam Miramadi)
BD	Brad Dietz	8/25/2009	1.5	13	Third Party M&A	Diligence matters w/various prospective buyers
BD	Brad Dietz	8/25/2009	0.5	2	Capital Structure Review and Analysis	2 Calls w/Michael Rosenthal re: buyer status and financing from banks
BD	Brad Dietz	8/26/2009	0.5	13	Third Party M&A	Call w/Plan Bidder re: status
BD	Brad Dietz	8/26/2009	1.5	13	Third Party M&A	Attended by phone GT/Plan Bidder meeting w/negotiate bid
BD	Brad Dietz	8/26/2009	3.0	13	Third Party M&A	Various due diligence items for Third Party Sponsor offers
BD	Brad Dietz	8/26/2009	0.5	13	Third Party M&A	Call w/company counsel re: various bids
BD	Brad Dietz	8/27/2009	0.5	13	Third Party M&A	Call w/GD re: bid status and review process
BD	Brad Dietz	8/27/2009	0.5	13	Third Party M&A	Internal discussions re: bid review process (Croci/Guarino)
BD	Brad Dietz	8/27/2009	0.8	13	Third Party M&A	Call w/Rosenthal and company counsel re: bid review, IRS claim
BD	Brad Dietz	8/28/2009	4.0	13	Third Party M&A	Review of bids received
BD	Brad Dietz	8/27/2009	1.5	4	Valuation Analysis	Continued work on refreshing forecast with Company
BD	Brad Dietz	8/27/2009	1.0	13	Third Party M&A	Calls w/GT re: status of bids and call w/Wells re: Plan Bidder meeting in SF
BD	Brad Dietz	8/28/2009	4.0	13	Third Party M&A	Bid analysis for bids received from Third Party Sponsors
BD	Brad Dietz	8/28/2009	3.0	13	Third Party M&A	Preparation of bid analysis materials for mgmt discussion on Sunday
BD	Brad Dietz	8/29/2009	3.0	13	Third Party M&A	Review of bids and prep of bid analysis for discussion w/mgmt 8/29
BD	Brad Dietz	8/29/2009	1.0	12	Board & Company Meetings / Calls	Conference call w/company and advisors re: bids
BD	Brad Dietz	8/30/2009	2.0	13	Third Party M&A	Process Third Party Sponsor bid received 8/29
BD	Brad Dietz	8/30/2009	1.5	12	Board & Company Meetings / Calls	Mgmt conf call re bids
BD	Brad Dietz	8/31/2009	1.0	12	Board & Company Meetings / Calls	Revise presentation for board re: bids
BD	Brad Dietz	8/31/2009	1.0	11	Misc	Review IRS tax claim issues
BD	Brad Dietz	8/31/2009	1.0	12	Board & Company Meetings / Calls	Pre-board call w/mgmt and professionals
BD	Brad Dietz	8/31/2009	1.0	12	Board & Company Meetings / Calls	Board meeting update
PC	Paul Croci	8/3/2009	1.5	12	Board & Company Meetings / Calls	Board Call
PC	Paul Croci	8/3/2009	2.5	13	Third Party M&A	Plan Bidder Diligence
PC	Paul Croci	8/10/2009	1.0	13	Third Party M&A	A&M call with Plan Bidder
PC	Paul Croci	8/11/2009	2.5	4	Valuation Analysis	Prepared revised offer summary and analysis of Plan Bidder proposal
PC	Paul Croci	8/12/2009	1.0	13	Third Party M&A	Call with A&M/GD to discuss process and latest developments
PC	Paul Croci	8/12/2009	1.0	13	Third Party M&A	Call with Plan Bidder to discuss offer / process
PC	Paul Croci	8/12/2009	7.0	11	Misc	Work and flight to San Fran
PC	Paul Croci	8/13/2009	8.0	8	Business Operations Analysis	Analysis of actual results YTD and development of 09 sensitivity case
PC	Paul Croci	8/14/2009	0.8	8	Business Operations Analysis	Analysis and discussion of Third Party Sponsor offer with GT
PC	Paul Croci	8/14/2009	7.0	8	Business Operations Analysis	Development of 09 sensitivity case
PC	Paul Croci	8/14/2009	7.0	11	Misc	Work and flight back to NY
PC	Paul Croci	8/16/2009	1.0	13	Third Party M&A	Call with Plan Bidder re their proposal and diligence needs
PC	Paul Croci	8/17/2009	7.0	13	Third Party M&A	Work and flight back to San Fran
PC	Paul Croci	8/17/2009	9.0	8	Business Operations Analysis	Development of out year sensitivity case
PC	Paul Croci	8/18/2009	0.5	13	Third Party M&A	Call with Plan Bidder re diligence needs - QOE
PC	Paul Croci	8/18/2009	1.5	13	Third Party M&A	Call with Plan Bidder and A&M on forecast methodology
PC	Paul Croci	8/18/2009	6.5	8	Business Operations Analysis	Development of out year sensitivity case
PC	Paul Croci	8/19/2009	5.0	8	Business Operations Analysis	Development of out year sensitivity case
PC	Paul Croci	8/19/2009	4	4	Valuation Analysis	Call to discuss Great American appraisals A&M and company
PC	Paul Croci	8/19/2009	7.0	11	Misc	Flight back to NY
PC	Paul Croci	8/20/2009	1.3	7	Creditor Committee Updates	Call with ESB re performance update
PC	Paul Croci	8/20/2009	1.0	8	Business Operations Analysis	Internal discussion re sensitivity case
PC	Paul Croci	8/20/2009	2.5	13	Third Party M&A	Call with Plan Bidder to discuss forecast for BMHC
PC	Paul Croci	8/21/2009	0.8	4	Valuation Analysis	Call with GT to discuss status of appraisals
PC	Paul Croci	8/21/2009	1.5	13	Third Party M&A	Call with Plan Bidder to review their detailed financial model
PC	Paul Croci	8/21/2009	0.5	13	Third Party M&A	Sent out various supporting draft docs to support bidding process
PC	Paul Croci	8/24/2009	0.5	13	Third Party M&A	Call with Plan Bidder to discuss diligence requests
PC	Paul Croci	8/25/2009	4.5	13	Third Party M&A	Coordination with company to deliver various diligence schedules to Plan Bidders
PC	Paul Croci	8/25/2009	1.0	13	Third Party M&A	Coordination with company to set up Plan Bidder diligence visits to Boise and Phoenix
PC	Paul Croci	8/25/2009	3.0	13	Third Party M&A	Coordination with company to provide diligence schedules to Plan Bidders
PC	Paul Croci	8/26/2009	2.0	13	Third Party M&A	Plan Bidder diligence requests
PC	Paul Croci	8/26/2009	1.5	13	Third Party M&A	Plan Bidder LC call with Equity Group
PC	Paul Croci	8/26/2009	2.0	3	Financing Including DIP and Exit Financing	Potential Lender dil requests
PC	Paul Croci	8/26/2009	4.0	13	Third Party M&A	Plan Bidder dil requests
PC	Paul Croci	8/26/2009	2.0	13	Third Party M&A	Plan Bidder capex and working capital discussions
PC	Paul Croci	8/27/2009	2.5	12	Board & Company Meetings / Calls	preparation of board presentation materials
PC	Paul Croci	8/27/2009	0.8	13	Third Party M&A	call with Plan Bidder re financial forecast and 09 working capital discussion
PC	Paul Croci	8/27/2009	0.8	3	Financing Including DIP and Exit Financing	call with potential lender to discuss 09 financial forecast and asset appraisals



PC	Paul Croci	8/28/2009	2.0	3	Financing Including DIP and Exit Financing	preparation of bank stand alone financing case
PC	Paul Croci	8/28/2009	1.5	12	Board & Company Meetings / Calls	preparation of board materials
PC	Paul Croci	8/28/2009	4.0	13	Third Party M&A	review and analysis of Third Party Sponsor bid and documents
PC	Paul Croci	8/28/2009	4.5	13	Third Party M&A	review and analysis of Third Party Sponsor bid and documents
PC	Paul Croci	8/29/2009	4.0	12	Board & Company Meetings / Calls	preparation of board materials comparing bids
PC	Paul Croci	8/29/2009	1.5	8	Business Operations Analysis	financial modeling of banks standalone financing plan
PC	Paul Croci	8/29/2009	0.5	13	Third Party M&A	call with Plan Bidder to review bid
PC	Paul Croci	8/29/2009	0.5	13	Third Party M&A	call with Plan Bidder to review bid
PC	Paul Croci	8/30/2009	2.0	13	Third Party M&A	detailed review of Third Party Sponsor bid
PC	Paul Croci	8/30/2009	1.0	12	Board & Company Meetings / Calls	preparation of board materials
PC	Paul Croci	8/30/2009	1.5	13	Third Party M&A	advisors and management call to discuss offers
PC	Paul Croci	8/30/2009	1.0	3	Financing Including DIP and Exit Financing	call with GT to review updated 09 cash flow projections and feasibility of stand alone plan
PC	Paul Croci	8/30/2009	3.5	12	Board & Company Meetings / Calls	adjustment of analysis for offers for board call
PC	Paul Croci	8/31/2009	2.0	12	Board & Company Meetings / Calls	final preparation for board call to review bids
PC	Paul Croci	8/31/2009	1.5	12	Board & Company Meetings / Calls	pre - call with advisors and management
PC	Paul Croci	8/31/2009	2.0	12	Board & Company Meetings / Calls	board call to discuss offers in detail
PG	Paul Guarino	8/3/2009	1.5	12	Board & Company Meetings / Calls	Board Call
PG	Paul Guarino	8/3/2009	2.5	13	Third Party M&A	Plan Bidder Diligence
PG	Paul Guarino	8/4/2009	2.0	4	Valuation Analysis	Financial Analysis - Actual 1H Results
PG	Paul Guarino	8/4/2009	0.5	8	Business Operations Analysis	PWC Actuarial Letters
PG	Paul Guarino	8/5/2009	2.5	13	Third Party M&A	Plan Bidder Conf Call
PG	Paul Guarino	8/10/2009	1.0	13	Third Party M&A	Plan Bidder Dill Call
PG	Paul Guarino	8/10/2009	1.0	13	Third Party M&A	Plan Bidder offer overview
PG	Paul Guarino	8/12/2009	1.0	13	Third Party M&A	Plan Bidder Offer Call
PG	Paul Guarino	8/12/2009	7.0	11	Misc	Travel to SF / Work on Plane
PG	Paul Guarino	8/13/2009	5.0	8	Business Operations Analysis	2009 Sensitivity work
PG	Paul Guarino	8/14/2009	1.0	13	Third Party M&A	GT Phone Call - RE Plan Bidder offer
PG	Paul Guarino	8/14/2009	6.0	8	Business Operations Analysis	2009 Sensitivity work
PG	Paul Guarino	8/14/2009	6.0	11	Misc	Travel - Newark
PG	Paul Guarino	8/15/2009	2.0	8	Business Operations Analysis	Adviser Call - RE Sensitivity
PG	Paul Guarino	8/15/2009	2.0	13	Third Party M&A	Legal Diligence Call - Plan Bidder
PG	Paul Guarino	8/16/2009	2.0	13	Third Party M&A	Call with GT / Plan Bidder - re Offer, view on BMHC
PG	Paul Guarino	8/16/2009	7.0	11	Misc	Travel to SF / work on plane
PG	Paul Guarino	8/17/2009	1.0	12	Board & Company Meetings / Calls	Board Meeting / Call
PG	Paul Guarino	8/17/2009	6.0	8	Business Operations Analysis	2009 Sensitivity work
PG	Paul Guarino	8/17/2009	1.0	13	Third Party M&A	Plan Bidder diligence response work
PG	Paul Guarino	8/18/2009	1.0	4	Valuation Analysis	Forecast call with Plan Bidder / A&M
PG	Paul Guarino	8/18/2009	6.0	8	Business Operations Analysis	2010-2012 Sensitivity Work
PG	Paul Guarino	8/19/2009	4.0	8	Business Operations Analysis	2010-2012 Sensitivity Work
PG	Paul Guarino	8/19/2009	5.0	11	Misc	Travel to NYC
PG	Paul Guarino	8/20/2009	2.0	13	Third Party M&A	Call with Plan Bidder
PG	Paul Guarino	8/20/2009	1.0	8	Business Operations Analysis	Adviser call re Sensitivity
PG	Paul Guarino	8/20/2009	1.0	7	Creditor Committee Updates	UCC Call w/ Stan re California
PG	Paul Guarino	8/21/2009	2.0	8	Business Operations Analysis	Sensitivity work with Roure
PG	Paul Guarino	8/24/2009	1.0	2	Capital Structure Review and Analysis	LC call with Roure / Kaller
PG	Paul Guarino	8/25/2009	1.0	8	Business Operations Analysis	Work with Roure / Jeon regarding BMHC sensitivity
PG	Paul Guarino	8/25/2009	1.0	13	Third Party M&A	Plan Bidder valuation call w GT
PG	Paul Guarino	8/26/2009	1.0	13	Third Party M&A	Overview of Plan Bidder near-term liquidity page
PG	Paul Guarino	8/26/2009	1.5	8	Business Operations Analysis	Commodity price sensitivity with Roure
PG	Paul Guarino	8/27/2009	0.5	13	Third Party M&A	Liquidity call with Plan Bidder
PG	Paul Guarino	8/27/2009	0.8	3	Financing Including DIP and Exit Financing	Call with potential lender to discuss financials
PG	Paul Guarino	8/27/2009	1.0	3	Financing Including DIP and Exit Financing	Financials prep for potential lender call - historical / itm
PG	Paul Guarino	8/27/2009	1.0	4	Valuation Analysis	Updating liquidation analysis for recent RE appraisals
PG	Paul Guarino	8/27/2009	1.0	3	Financing Including DIP and Exit Financing	Updating forecast for new terms on exit financing
PG	Paul Guarino	8/28/2009	4.0	13	Third Party M&A	Offer Review - Plan Bidder
PG	Paul Guarino	8/28/2009	4.0	13	Third Party M&A	Offer Review - Plan Bidder
PG	Paul Guarino	8/28/2009	1.0	11	Misc	IRS Tax Call
PG	Paul Guarino	8/28/2009	1.0	8	Business Operations Analysis	Sensitivity Review
PG	Paul Guarino	8/29/2009	3.5	13	Third Party M&A	Offer Review / Board Materials Prep
PG	Paul Guarino	8/29/2009	1.5	8	Business Operations Analysis	Modeling Bank Standalone Plan
PG	Paul Guarino	8/29/2009	0.8	13	Third Party M&A	Call with Plan Bidder re offer
PG	Paul Guarino	8/29/2009	0.8	13	Third Party M&A	Call with Plan Bidder re offer
PG	Paul Guarino	8/30/2009	5.0	13	Third Party M&A	Offers Review / Summary
PG	Paul Guarino	8/30/2009	2.0	12	Board & Company Meetings / Calls	Board Pre call with adviser team
PG	Paul Guarino	8/31/2009	1.5	12	Board & Company Meetings / Calls	Board Pre call with adviser team
PG	Paul Guarino	8/31/2009	1.5	12	Board & Company Meetings / Calls	Board Call
PG	Paul Guarino	8/31/2009	3.0	12	Board & Company Meetings / Calls	Board Materials Prep
PG	Paul Guarino	8/31/2009	2.0	8	Business Operations Analysis	Liquidity - Sensitivity Analysis

Professional	Total Hours	Activity #	Project Description	Total Hours
Anders Maxwell	0.00	1	Preparation / Review of Court Filings	0.00
Brad Dietz	152.50	2	Capital Structure Review and Analysis	5.25
Paul Croci	141.75	3	Financing Including DIP and Exit Financing	16.50
Paul Guarino	121.25	4	Valuation Analysis	12.50
		5	Valuation Hearing - Preparation and Attendance	0.00
		6	Expert Report / Rebuttal Report Preparation	0.00
		7	Creditor Committee Updates	2.25
		8	Business Operations Analysis	112.88
		9	Plan and Disclosure Statement Analysis	0.00
		10	Court Hearings	0.00
		11	Misc	60.50
		12	Board & Company Meetings / Calls	40.50
TOTAL	415.50	13	Third Party M&A	165.13

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

BUILDING MATERIALS HOLDING  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11


Case No. 09-12074 (KJC)

Jointly Administered

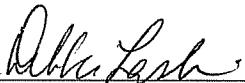
AFFIDAVIT OF SERVICE

STATE OF DELAWARE     )  
                                      ) SS  
NEW CASTLE COUNTY     )

Casey S. Cathcart, an employee of the law firm of Young Conaway Stargatt & Taylor, LLP, co-counsel to the above-captioned debtors, being duly sworn according to law, deposes and says that on September 16, 2009, she caused (i) a copy of the **Second Monthly Application of Peter J. Solomon Company for Allowance of Compensation and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Debtors for the Period from August 1, 2009 to August 31, 2009** to be served as indicated upon the parties identified in Exhibit A and (ii) a copy of the **Notice of Peter J. Solomon's Second Monthly Application** to be served as indicated upon the parties identified in Exhibit B.

  
Casey S. Cathcart

SWORN TO AND SUBSCRIBED before me this 16th day of September, 2009.

  
Notary Public  
My Commission Expires:  
**DEBBIE ELLEN LASKIN**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
My commission expires **Dec. 21, 2012**

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are as follows: Building Materials Holding Corporation (4269), BMC West Corporation (0454), SelectBuild Construction, Inc. (1340), SelectBuild Northern California, Inc. (7579), Illinois Framing, Inc. (4451), C Construction, Inc. (8206), TWF Construction, Inc. (3334), H.N.R. Framing Systems, Inc. (4329), SelectBuild Southern California, Inc. (9378), SelectBuild Nevada, Inc. (8912), SelectBuild Arizona, LLC (0036), and SelectBuild Illinois, LLC (0792). The mailing address for the Debtors is 720 Park Boulevard, Suite 200, Boise, Idaho 83712.

**EXHIBIT A**

**BUILDING MATERIALS HOLDING CORPORATION**  
**FEE APPLICATION NOTICE PARTIES**  
**9/16/2009**

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**EXHIBIT B**

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**9/16/2009**

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**9/16/2009**

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